

Amended

AMENDED

OMB No 1545-0052

2010

Form 990-PF

Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning 12/01, 2010, and ending 11/30, 2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☒ Amended return ☐ Address change ☐ Name change

Name of foundation THE ANSCHUTZ FOUNDATION A Employer identification number 74-2316617

Number and street (or P O box number if mail is not delivered to street address) 1727 TREMONT STREET Room/suite B Telephone number (see page 10 of the instructions) (303) 308-8220

City or town, state, and ZIP code DENVER, CO 80202 C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,083,608,196. J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis) F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B	4,730,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	221,566.	221,566.		ATCH 1
4	Dividends and interest from securities	23,800,798.	28,103,210.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	27,074,987.			
b	Gross sales price for all assets on line 6a 930,107,831.		31,667,325.		
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-44,331,932.	-1,580,970.		ATCH 3
12	Total. Add lines 1 through 11	11,495,419.	58,411,131.		
13	Compensation of officers, directors, etc.	571,155.	57,116.		514,039.
14	Other employee salaries and wages	184,379.	18,438.		165,941.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	3,366.	337.	0.	3,029.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) * TPB BRANCH OGDEN	337,428.	337,428.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	-254,877.	9,235.		83,118.
19	Depreciation (attach schedule) and depletion	2,739.	274.		
20	Occupancy				
21	Travel, conferences, and meetings	3,586.	359.		3,227.
22	Printing and publications	361.	36.		325.
23	Other expenses (attach schedule) ATCH 7	982,984.	951,621.		31,363.
24	Total operating and administrative expenses. Add lines 13 through 23	1,831,121.	1,374,844.	0.	801,042.
25	Contributions, gifts, grants paid	56,068,176.			49,296,443.
26	Total expenses and disbursements. Add lines 24 and 25	57,899,297.	1,374,844.	0.	50,097,485.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-46,403,878.			
b	Net investment income (if negative, enter -0-)		57,036,287.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

\* ATCH 5 JSA

\*\* ATCH 6

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	406,951,098.	350,741,877.	350,741,877.
	3 Accounts receivable ▶ 44,476,018.			
	Less allowance for doubtful accounts ▶	13,299,051.	44,476,018.	44,476,018.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		* 86,715,877.	ATCH 8
	Less allowance for doubtful accounts ▶	47,973,056.	86,715,877.	86,715,877.
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . . ATCH 9	921,943.	1,301,926.	1,301,926.
	10 a Investments - U S and state government obligations (attach schedule), . . . . .			
	b Investments - corporate stock (attach schedule) ATCH 10	492,944,363.	65,045,976.	65,045,976.
	c Investments - corporate bonds (attach schedule) ATCH 11	132,425,304.	106,637,403.	106,637,403.
	11 Investments - land, buildings, and equipment basis ▶ 13,700.			
Less accumulated depreciation (attach schedule) ▶ 3,886.	12,552.	9,814.	9,814.	
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . . ATCH 12	38,563,104.	428,679,305.	428,679,305.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,133,090,471.	1,083,608,196.	1,083,608,196.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .	25,623,699.	44,530,439.	
	18 Grants payable . . . . .	5,675,000.	12,446,733.	
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ ATCH 13)	90,032,190.	61,275,320.	
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	121,330,889.	118,252,492.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .	858,560,808.	858,560,808.	
29 Retained earnings, accumulated income, endowment, or other funds . . . . .	153,198,774.	106,794,896.		
30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,011,759,582.	965,355,704.		
31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,133,090,471.	1,083,608,196.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	1,011,759,582.
2 Enter amount from Part I, line 27a . . . . .	2	-46,403,878.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	965,355,704.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	965,355,704.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	31,667,325.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . . }			<b>3</b>		

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	43,426,239.	995,485,626.	0.043623
2008	37,115,808.	881,723,052.	0.042095
2007	13,597,404.	811,468,241.	0.016757
2006	57,921,400.	1,078,577,844.	0.053702
2005	23,267,039.	573,119,375.	0.040597
<b>2</b> Total of line 1, column (d) . . . . .			0.196774
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			0.039355
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .			1,046,066,576.
<b>5</b> Multiply line 4 by line 3 . . . . .			41,167,950.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			570,363.
<b>7</b> Add lines 5 and 6 . . . . .			41,738,313.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			50,097,485.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	570,363.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	570,363.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 825,764.00		5	570,363.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6a	1,873,926.
b Exempt foreign organizations-tax withheld at source		6b	0.
c Tax paid with application for extension of time to file (Form 8868)		6c	0.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments Add lines 6a through 6d O.R. OVERPAYMENT -1,048,162.		7	825,764.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	255,401.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 0. Refunded		11	255,401.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CO,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>THE ANSCHUTZ FOUNDATION</b> Telephone no <b>303-308-8220</b>			
Located at <b>1727 TREMONT PLACE DENVER, CO</b> ZIP + 4 <b>80202</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions).	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ ☒ X  
Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ ☒ X  
If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ ☒ X

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		571,155.	26,444.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 15		141,251.	12,749.	0.

Total number of other employees paid over \$50,000 ☐ NONE

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 16		1,018,554.

Total number of others receiving over \$50,000 for professional services . . . . . **NONE****Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	749,458,691.
b	Average of monthly cash balances	1b	311,057,833.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	1,480,000.
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,061,996,524.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,061,996,524.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	15,929,948.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,046,066,576.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	52,303,329.

**Part XI** Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	52,303,329.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	570,363.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	570,363.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,732,966.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	51,732,966.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	51,732,966.

**Part XII** Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	50,097,485.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,097,485.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	570,363.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	49,527,122.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII** Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				51,732,966.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			48,155,914.	
<b>b</b> Total for prior years 20 08, 20 07, 20 06 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005 . . . . .				
<b>b</b> From 2006 . . . . .				
<b>c</b> From 2007 . . . . .				
<b>d</b> From 2008 . . . . .				
<b>e</b> From 2009 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 50,097,485.				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			48,155,914.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
<b>d</b> Applied to 2010 distributable amount . . . . .				1,941,571.
<b>e</b> Remaining amount distributed out of corpus . . . . .	0.			
<b>5</b> Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				49,791,395.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006 . . . . .				
<b>b</b> Excess from 2007 . . . . .				
<b>c</b> Excess from 2008 . . . . .				
<b>d</b> Excess from 2009 . . . . .				
<b>e</b> Excess from 2010 . . . . .	0.			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 17

b The form in which applications should be submitted and information and materials they should include

SEE ATTACHED SCHEDULE

c Any submission deadlines

SEE ATTACHED SCHEDULE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE ATTACHED SCHEDULE

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE ATTACHMENT</div>				<div>49,296,443.</div>
<div><b>Total</b></div>			<div>► 3a</div>	<div>49,296,443.</div>
<div>b Approved for future payment</div> <div>SEE ATTACHMENT</div>				<div>6,771,733.</div>
<div><b>Total</b></div>			<div>► 3b</div>	<div>6,771,733.</div>

Form 990-PF (2010)

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	221,566.	
<b>4</b> Dividends and interest from securities . . . . .			14	23,800,798.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property .					
<b>7</b> Other investment income . . . . .			18	-44,331,932.	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	27,074,987.	
<b>9</b> Net income or (loss) from special events . . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				6,765,419.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					6,765,419.

(See worksheet in line 13 instructions on page 29 to verify calculations )

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

[illegible]

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2010**

Name of the organization

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE ANSCHUTZ FOUNDATION

Employer identification number  
74-2316617**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE ANSCHUTZ CORPORATION 555 17TH STREET, SUITE 2400 DENVER, CO 80202	\$ 4,730,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number	74-2316617
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[illegible]



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ST STOCK HELD BY ARTIO INT'L EF PROPERTY TYPE: SECURITIES				P	-3407122.	
		LT STOCK HELD BY ARTIO INT'L EF PROPERTY TYPE: SECURITIES				P	2,627,092.	
		LT STOCKS HELD BY FIRSTMARK II LP PROPERTY TYPE: SECURITIES				P	17,351.	
		LT STOCKS HELD BY TOWERBROOK INV LP PROPERTY TYPE: SECURITIES				P	60,929.	
		ST STOCK HELD BY TOWERBROOK INV II LP PROPERTY TYPE: SECURITIES				P	16,591.	
		LT STOCK HELD BY TOWERBROOK INV II LP PROPERTY TYPE: SECURITIES				P	787,956.	
		LT STOCK HELD BY WSW 1996 BUYOUT FUND LP PROPERTY TYPE: SECURITIES				P	-20,439.	
		ST STOCK HELD BY POWERSHARES DB AG FUND PROPERTY TYPE: SECURITIES				P	129.	
		ST STOCK HELD BY OAKTREE PRINCIPAL FUND PROPERTY TYPE: SECURITIES				P	119,448.	
		LT STOCK HELD BY OAKTREE PRINCIPAL FUND PROPERTY TYPE: SECURITIES				P	400,990.	
		ST STOCK HELD BY WELLINGTON TRUST CO, NA PROPERTY TYPE: SECURITIES				P	2,705,522.	
		LT STOCK HELD BY WELLINGTON TRUST CO, NA PROPERTY TYPE: SECURITIES				P	1,933,192.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LT STOCK HELD BY POWERSHARES DB AG FUND PROPERTY TYPE: SECURITIES				P	428.	
		TOTAL ASSET BACKED SECURITY G/L PROPERTY TYPE: SECURITIES				P	123,134.	
		TOTAL CONVERTIBLE BOND G/L PROPERTY TYPE: SECURITIES				P	-37,668.	
		TOTAL ST CORPORATE BOND G/L PROPERTY TYPE: SECURITIES				P	2,904,908.	
		TOTAL LT CORPORATE BOND G/L PROPERTY TYPE: SECURITIES				P	2,645,458.	
		TOTAL SOVEREIGN BOND G/L PROPERTY TYPE: SECURITIES				P	-2173720.	
		TOTAL CREDIT DEFAULT SWAP G/L PROPERTY TYPE: SECURITIES				P	-114,141.	
		TOTAL DEPOSITORY RECEIPT G/L PROPERTY TYPE: SECURITIES				P	-2088794.	
		TOTAL ST EQUITY G/L PROPERTY TYPE: SECURITIES				P	-12576929.	
		TOTAL LT EQUITY G/L PROPERTY TYPE: SECURITIES				P	4,195,889.	
		TOTAL EQUITY UNIT G/L PROPERTY TYPE: SECURITIES				P	-247,511.	
		TOTAL ST EXCHANGE TRADED FUND G/L PROPERTY TYPE: SECURITIES				P	4,490,047.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LT EXCHANGE TRADED FUND G/L PROPERTY TYPE: SECURITIES				P	14515703.	
		TOTAL FUTURES G/L PROPERTY TYPE: SECURITIES				P	7,842,244.	
		TOTAL LISTED OPTIONS G/L PROPERTY TYPE: SECURITIES				P	1,601,875.	
		TOTAL ST LOAN G/L PROPERTY TYPE: SECURITIES				P	510,604.	
		TOTAL LT LOAN G/L PROPERTY TYPE: SECURITIES				P	442,142.	
		TOTAL ST MUTUAL FUND G/L PROPERTY TYPE: SECURITIES				P	3,012,719.	
		TOTAL LT MUTUAL FUND G/L PROPERTY TYPE: SECURITIES				P	1,107,437.	
		TOTAL PREFERRED CONVERTIBLE G/L PROPERTY TYPE: SECURITIES				P	53,572.	
		TOTAL WARRANT G/L PROPERTY TYPE: SECURITIES				P	1.	
		ST STOCK HELD BY SILCHESTER INT'L INVEST PROPERTY TYPE: SECURITIES				P	35,560.	
		LT STOCK HELD BY SILCHESTER INT'L INVEST PROPERTY TYPE: SECURITIES				P	250,514.	
		ST STOCK HELD BY OCH-ZIFF CAPITAL MANAGE PROPERTY TYPE: SECURITIES				P	-124.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LT STOCK HELD BY OCH-ZIFF CAPITAL MANAGE P						
		PROPERTY TYPE: SECURITIES					989.	
		LOSS FROM DISPOSAL OF ARTIO INT'L P						
		PROPERTY TYPE: OTHER						
		29,910.					-29,910.	
		LOSS FROM DISPOSAL OF POWERSHARES DB AG						
		38,741.					-38,741.	
TOTAL GAIN (LOSS) .....							<u>31667325.</u>	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - CASH AND EQUIVILANTS	221,566.	221,566.
TOTAL	<u>221,566.</u>	<u>221,566.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDEND INCOME - TAF	23,800,798.	23,800,798.
INTEREST AND DIVIDEND INCOME - PASS THRU		705,652.
DIVIDEND INCOME FROM AF CAYMAN		3,596,760.
TOTAL	<u>23,800,798.</u>	<u>28,103,210.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME	17,358.	17,358.
UNREALIZED GAIN/LOSS	-44,430,028.	
FOREIGN CURRENCY EXCHANGE GAIN/LOSS	-40,407.	-40,407.
PREMIUM ON DEBT INVESTMENTS	121,145.	121,145.
OTHER INCOME FROM PASS-THROUGHS		-1,679,066.
TOTALS	<u>-44,331,932.</u>	<u>-1,580,970.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	3,366.	337.		3,029.
TOTALS	<u>3,366.</u>	<u>337.</u>	<u>0.</u>	<u>3,029.</u>



FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROFESSIONAL CONSULTANTS	337,428.	337,428.
TOTALS	<u>337,428.</u>	<u>337,428.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	-347,230.		
OTHER BUSINESS TAX	2,473.	247.	2,226.
PAYROLL TAXES	89,880.	8,988.	80,892.
TOTALS	<u>-254,877.</u>	<u>9,235.</u>	<u>83,118.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BUSINESS FEES/PERMITS	10.	1.	9.
BUSINESS MEALS	687.	69.	618.
TELEPHONE	1,190.	119.	1,071.
COMPANY PARKING / SHUTTLE	5,908.	591.	5,317.
INVESTMENT MANAGEMENT FEES	948,135.	948,135.	
MAINTENANCE SERVICE CONTRACTS	3,530.	353.	3,177.
PROFESSIONAL MEMBERSHIPS	1,698.	170.	1,528.
PUBLICATIONS & SUBSCRIPTIONS	89.	9.	80.
SUPPLIES & AMENITIES	2,498.	250.	2,248.
TEMPS / OTHER SERVICES	7,441.	744.	6,697.
TRAINING / EDUCATION	72.	7.	65.
OTHER MISCELLANEOUS EXPENSES	11,726.	1,173.	10,553.
TOTALS	<u>982,984.</u>	<u>951,621.</u>	<u>31,363.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: ATRIUM COMPANIES INC.

ENDING BALANCE DUE ..... 6,106,334.

ENDING FAIR MARKET VALUE ..... 6,106,334.

BORROWER: SONICWALL, INC.

ENDING BALANCE DUE ..... 8,910,000.

ENDING FAIR MARKET VALUE ..... 8,910,000.

ATTACHMENT 8 (CONT'D)

BORROWER: J.JILL GROUP

ENDING BALANCE DUE ..... 4,148,133.

ENDING FAIR MARKET VALUE ..... 4,148,133.

BORROWER: ASURION

ENDING BALANCE DUE ..... 3,122,048.

ENDING FAIR MARKET VALUE ..... 3,122,048.

ATTACHMENT 8 (CONT'D)

BORROWER: SPRINGS WINDOW FASHIONS

ENDING BALANCE DUE ..... 1,743,750.ENDING FAIR MARKET VALUE ..... 1,743,750.

BORROWER: WALL STREET SYSTEMS

ENDING BALANCE DUE ..... 4,275,000.ENDING FAIR MARKET VALUE ..... 4,275,000.

ATTACHMENT 8 (CONT'D)

BORROWER: WALTER INVESTMENT MANAGEMENT CORP

ENDING BALANCE DUE ..... 2,985,000.ENDING FAIR MARKET VALUE ..... 2,985,000.

BORROWER: PRE-PAID FIRST OUT

ENDING BALANCE DUE ..... 1,181,733.ENDING FAIR MARKET VALUE ..... 1,181,733.

ATTACHMENT 8 (CONT'D)

BORROWER: ACADEMY SPORTS &amp; OUTDOORS

ENDING BALANCE DUE ..... 1,275,625.ENDING FAIR MARKET VALUE ..... 1,275,625.

BORROWER: AUTOPARTS HOLDINGS

ENDING BALANCE DUE ..... 7,882,326.ENDING FAIR MARKET VALUE ..... 7,882,326.



ATTACHMENT 8 (CONT'D)

BORROWER: MERITAS

ENDING BALANCE DUE ..... 5,177,250.

ENDING FAIR MARKET VALUE ..... 5,177,250.

BORROWER: IPREO HOLDINGS

ENDING BALANCE DUE ..... 5,703,750.

ENDING FAIR MARKET VALUE ..... 5,703,750.

ATTACHMENT 8 (CONT'D)

BORROWER: DYNEGY COALCO

ENDING BALANCE DUE ..... 4,941,140.ENDING FAIR MARKET VALUE ..... 4,941,140.

BORROWER: DYNEGY GASCO

ENDING BALANCE DUE ..... 8,611,731.ENDING FAIR MARKET VALUE ..... 8,611,731.

ATTACHMENT 8 (CONT'D)

BORROWER: NANA DEVELOPMENT

ENDING BALANCE DUE ..... 8,487,562.

ENDING FAIR MARKET VALUE ..... 8,487,562.

BORROWER: SNL FINANCIAL

ENDING BALANCE DUE ..... 5,970,000.

ENDING FAIR MARKET VALUE ..... 5,970,000.

ATTACHMENT 8 (CONT'D)

BORROWER:                      BLACKBOARD, INC

ENDING BALANCE DUE ..... 1,542,401.

ENDING FAIR MARKET VALUE ..... 1,542,401.

BORROWER:                      BJ'S WHOLESALE CLUB

ENDING BALANCE DUE ..... 1,783,969.

ENDING FAIR MARKET VALUE ..... 1,783,969.

ATTACHMENT 8 (CONT'D)

BORROWER: WEB.COM GROUP, INC.

ENDING BALANCE DUE ..... 2,868,125.ENDING FAIR MARKET VALUE ..... 2,868,125.TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 86,715,877.TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 86,715,877.

ATTACHMENT 9FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL TAXES	1,301,926.	1,301,926.
TOTALS	<u>1,301,926.</u>	<u>1,301,926.</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
APPLE INC	3,473,051.	3,473,051.
CABOT OIL & GAS CORP	3,277,830.	3,277,830.
CABLEVISION SYSTEMS	3,385,500.	3,385,500.
HALLIBURTON CO	4,765,600.	4,765,600.
HESS CORP	3,342,210.	3,342,210.
IRON MOUNTAIN INC	6,092,829.	6,092,829.
LIBERTY MEDIA CORP	7,977,972.	7,977,972.
MOSAIC CO	3,962,856.	3,962,856.
MORGAN STANLEY	4,104,225.	4,104,225.
MICROSOFT CORP	4,874,269.	4,874,269.
NEXEN INC	3,770,503.	3,770,503.
TRANSOCEAN LTD	2,536,720.	2,536,720.
RENAISSANCERE HOLDINGS LTD	5,399,309.	5,399,309.
WILLIAMS COS INC	1,790,733.	1,790,733.
WESTERN UNION CO	3,807,152.	3,807,152.
SANDRIDGE PERMIAN TRUST	2,485,217.	2,485,217.
TOTALS	<u>65,045,976.</u>	<u>65,045,976.</u>

ATTACHMENT 11FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HECKLER & KOCH GMBH 9.5%	2,438,341.	2,438,341.
BLACKSTONE HOLDINGS FINA 6.625	2,234,470.	2,234,470.
BLACKSTONE HOLDINGS FINA 5.875	5,749,140.	5,749,140.
DAVE & BUSTER'S INC 11%	3,773,025.	3,773,025.
EASTON-BELL SPORTS INC 9.75%	1,045,687.	1,045,687.
FORBES ENERGY SERVICES 9.0%	3,348,000.	3,348,000.
GFI GROUP INC 8.375%	3,915,000.	3,915,000.
IGATE CORP 9.000%	3,250,000.	3,250,000.
INTERACTIVE DATA CORP 10.25%	6,013,400.	6,013,400.
MEMC ELECTRONICS MATERIA 7.75%	1,307,810.	1,307,810.
MORGAN STANLEY 5.5%	392,576.	392,576.
OAKTREE CAP MANAGEMENT 6.75%	5,338,580.	5,338,580.
OPTIMA SPECIALTY STEEL 12.5%	4,661,760.	4,661,760.
SYNCREON GLOBAL IRE/FIN 9.5%	5,177,425.	5,177,425.
TRANSOCEAN INC 6.5%	3,752,626.	3,752,626.
WHIRLPOOL CORP 7.75%	4,421,547.	4,421,547.
JP MORGAN SECURITIES LLC	49,818,016.	49,818,016.
TOTALS	<u>106,637,403.</u>	<u>106,637,403.</u>



ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SWAPTIONS	1,895,477.	1,895,477.
ASSET BACKED SECURITIES	8,417,500.	8,417,500.
DEPOSITORY RECEIPTS	3,817,290.	3,817,290.
EXCHANGE TRADED FUNDS	138,891,396.	138,891,396.
MUTUAL FUNDS	229,407,794.	229,407,794.
FIRSTMARK PRIVATE EQUITY	146,920.	146,920.
GSO CAPITAL SOLUTIONS PR EQ	15,630,514.	15,630,514.
GSO LIQUIDITY OVERSEAS PR EQ	9,891,145.	9,891,145.
OAK TREE PRIVATE EQUITY	13,720,149.	13,720,149.
TOWERBROOK INV II PRIVATE EQ	2,702,087.	2,702,087.
TOWERBROOK INV LP	165,622.	165,622.
WSW BUYOUT FUND PRIVATE EQUITY	225,876.	225,876.
FUTURES	-962,465.	-962,465.
INVESTMENT IN SUBSIDIARY	4,730,000.	4,730,000.
TOTALS	<u>428,679,305.</u>	<u>428,679,305.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
INVESTMENT IN SHORTS	61,275,320.
TOTALS	<u>61,275,320.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CHRISTIAN P. ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	20,000.		
ELIZABETH A. BROWN 1727 TREMONT STREET DENVER, CO 80202	PRESIDENT / DIRECTOR 20.00	70,000.	8,500.	
DONALD J. HOPKINS 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR - NOMINAL	0.	0.	0.
PAMELA S. KALSTROM 1727 TREMONT STREET DENVER, CO 80202	ASSISTANT VP - NOMINAL	0.	0.	0.
DARLA D DESAUTELS 1727 TREMONT STREET DENVER, CO 80202	ASST SECRETARY - NOMINAL	0.	0.	0.
TIMOTHY T. BROWN 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	20,000.		

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CHRISTOPHER W. HUNT 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00			
THOMAS G. KUNDERT 1727 TREMONT STREET DENVER, CO 80202	ASST TREASURER - NOMINAL	0.	0.	0.
PHILIP F ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	CHAIRMAN / DIRECTOR 8.00	20,000.		
NANCY P ANSCHUTZ 1727 TREMONT STREET DENVER, CO 80202	DIRECOTR 8.00	20,000.		
CANNON Y HARVEY 1727 TREMONT STREET DENVER, CO 80202	VP/DIRECTOR - NOMINAL	0.	0.	0.
CRAIG D SLATER 1727 TREMONT STREET DENVER, CO 80202	SEC/TREAS/DIRECTOR - NOMINAL	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
M LAVOY ROBISON 1727 TREMONT STREET DENVER, CO 80202	DIRECTOR 8.00	173,238.	15,591.	
SARAH A HUNT 1727 TREMONT STREET DENVER, CO 80202	VICE PRESIDENT / DIRECTOR 20.00	75,417.		
TED E HARMS 1727 TREMONT STREET DENVER, CO 80202	EXECUTIVE DIRECTOR 40.00	172,500.	2,353.	
	GRAND TOTALS	<u>571,155.</u>	<u>26,444.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MEGAN ROSENZWEIG 1727 TREMONT PLACE DENVER, CO 80202	ACCOUNTANT 40.00	84,224.	9,258.	0.
LISA RUCKER 1727 TREMONT PLACE DENVER, CO 80202	PROGRAM OFFICER 40.00	57,027.	3,491.	
	TOTAL COMPENSATION	<u>141,251.</u>	<u>12,749.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WELLINGTON TRUST COMPANY 280 CONGRESS STREET BOSTON, MA 02210	INVESTMENT MGMT	203,345.
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET BOSTON, MA 02110	INVESTMENT ADVISOR	317,428.
SILCHESTER INT'L INVESTORS INC. 780 THIRD AVE., 42ND FLOOR NEW YORK, NY 10017	EQUITY MANAGEMENT	253,275.
JP MORGAN 1125 17TH ST. #400 DENVER, CO 80202	INVESTMENT SERVICES	159,046.
FIRST STATE ASIA 6/F THREE EXCHANGE SQUARE CENTRAL, HONG KONG CHINA	ASSET MANAGEMENT	85,460.
TOTAL COMPENSATION		<u>1,018,554.</u>

ATTACHMENT 17

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE ATTACHED SCHEDULE



**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for  
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2010**

Name of estate or trust

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	2,808,012.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ►	<b>5</b>	2,808,012.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	28,859,313.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ►	<b>12</b>	28,859,313.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part</b>				
13	Net short-term gain or (loss) . . . . .	13		2,808,012.
14	Net long-term gain or (loss):			
a	Total for year . . . . .	14a		28,859,313.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh) . . . . .	14b		
c	28% rate gain . . . . .	14c		
15	Total net gain or (loss). Combine lines 13 and 14a . . . . .	15		31,667,325.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of a The loss on line 15, column (3) or b \$3,000 . . . . .

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

### Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	17	
18	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	19	
20	Add lines 18 and 19 . . . . .	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . .	21	
22	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	22	
23	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	23	
24	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	25	
26	Subtract line 25 from line 24 . . . . .	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the <b>smaller</b> of line 17 or line 22 . . . . .	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28	
29	Subtract line 28 from line 27 . . . . .	29	
30	Multiply line 29 by 15% ( 15) . . . . .	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	31	
32	Add lines 30 and 31 . . . . .	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	33	
34	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	34	

Schedule D (Form 1041) 2010

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

**2010**

Name of estate or trust

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a ST STOCK HELD BY ARTIO INT'L EF					-3,407,122.
ST STOCK HELD BY TOWERBROOK INV II LP					16,591.
ST STOCK HELD BY POWERSHARES DB AG FUND					129.
ST STOCK HELD BY OAKTREE PRINCIPAL FUND V, LP					119,448.
ST STOCK HELD BY WELLINGTON TRUST CO, NA					2,705,522.
TOTAL ASSET BACKED SECURITY G/L					123,134.
TOTAL ST CORPORATE BOND G/L					2,904,908.
TOTAL SOVEREIGN BOND G/L					-2,173,720.
TOTAL CREDIT DEFAULT SWAP G/L					-114,141.
TOTAL DEPOSITORY RECEIPT G/L					-2,088,794.
TOTAL ST EQUITY G/L					-12,576,929.
TOTAL EQUITY UNIT G/L					-247,511.
TOTAL ST EXCHANGE TRADED FUND G/L					4,490,047.
TOTAL FUTURES G/L					7,842,244.
TOTAL LISTED OPTIONS G/L					1,601,875.
TOTAL ST LOAN G/L					510,604.
TOTAL ST MUTUAL FUND G/L					3,012,719.
TOTAL PREFERRED CONVERTIBLE G/L					53,572.
ST STOCK HELD BY SILCHESTER INT'L INVESTOR					35,560.
ST STOCK HELD BY OCH-ZIFF CAPITAL MANAGEMENT GROUP					-124.

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . **2,808,012.**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> LT STOCK HELD BY ARTIO INT'L EF					2,627,092.
LT STOCKS HELD BY FIRSTMARK II LP					17,351.
LT STOCKS HELD BY TOWERBROOK INV LP					60,929.
LT STOCK HELD BY TOWERBROOK INV II LP					787,956.
LT STOCK HELD BY WSW 1996 BUYOUT FUND LP					-20,439.
LT STOCK HELD BY OAKTREE PRINCIPAL FUND V, LP					400,990.
LT STOCK HELD BY WELLINGTON TRUST CO, NA					1,933,192.
LT STOCK HELD BY POWERSHARES DB AG FUND					428.
TOTAL CONVERTIBLE BOND G/L					-37,668.
TOTAL LT CORPORATE BOND G/L					2,645,458.
TOTAL LT EQUITY G/L					4,195,889.
TOTAL LT EXCHANGE TRADED FUND G/L					14,515,703.
TOTAL LT LOAN G/L					442,142.
TOTAL LT MUTUAL FUND G/L					1,107,437.
TOTAL WARRANT G/L					1.
LT STOCK HELD BY SILCHESTER INT'L INVESTOR					250,514.
LT STOCK HELD BY OCH-ZIFF CAPITAL MANAGEMENT GROUP					989.
LOSS FROM DISPOSAL OF ARTIO INT'L				29,910.	-29,910.
LOSS FROM DISPOSAL OF POWERSHARES DB AG FUND				38,741.	-38,741.
<b>6b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 6b					28,859,313.

## THE ANSCHUTZ FOUNDATION

### Grant Application Information

The Anschutz Foundation operates as a general purpose foundation whose focus includes education, programs that promote traditional family values and programs that assist the underprivileged. The Foundation does not make donations directly to individuals or any organization that does not qualify as a 501(c)(3) organization under the IRS.

Proposal deadlines are January 15, April 15, July 15, and October 15 each year.

Applications should be sent to

Mr. Ted Harms  
Executive Director  
The Anschutz Foundation  
1727 Tremont Pl  
Denver, CO 80202  
(303) 308-8220

Realizing that the cost of preparing a grant proposal can be a major expense, the Foundation recommends that new applicants send a two or three page letter summarizing the funding grant request. The Foundation will use this cover letter as part of its screening process. The grant request should include the following items.

- Name of organization as recognized by the Internal Revenue Service.
- Address and telephone number
- Brief history and purpose of organization
- Copy of tax status 501(c)(3) letter from the IRS
- Estimate of costs and the amount requested of the Foundation.
- Sources of other funding: a) where have you received previous funding, b) other foundations/corporations to whom you have submitted requests for funding for this project/year. Major donors
- Plans for cooperation with other institutions or organizations
- Signature and title of project director and chief administrator (President, Executive Director, or other)
- Please enclose a list of the organization's governing and advisory board members with addresses and telephone numbers
- Include any other information you feel necessary to the proper consideration of your request
- Financial statements, audited if available
- Current year budget

Upon review of your letter, a member of the Foundation staff may contact you for further information.

Your request will remain under consideration until you receive notification that it has been either denied or awarded.

**Substantiation of Exercise of Expenditure Responsibility**

**The Anschutz Foundation**

TIN 74-2316617

Tax Year Ended 11/30/2011

**Form 990-PF, Part VII-B, Line 5**

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

	Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
1	Foundation For A Better Life 1727 Tremont Place Denver, CO 8020	\$3,334,556	Various	General Operating Support	\$ 3,334,556	No	Monthly	N/A
2	Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$363,265	Various	General Operating Support	\$ 363,265	No	Monthly	N/A
3	Tim & Libby Brown Foundation 1727 Tremont Place Denver, CO 80202	\$395,000	Various	General Operating Support	\$ 395,000	No	Monthly	N/A
4	The Chnstan P Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$340,000	Various	General Operating Support	\$ 340,000	No	Monthly	N/A
5	Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$100,000	6/21/2010	General Operating Support	\$ 100,000	No	Monthly	N/A
6	American Museum of Western Art - The Anschutz Collection 1727 Tremont Place Denver, CO 80202	\$17,435,000	6/21/2010	General Operating Support	\$ 17,435,000	No	Monthly	N/A

**THE ANSCHUTZ FOUNDATION**  
**74-2316617**  
**Schedule of Grants Paid**

Organization Name	Grant Amount
A PLACE CALLED HOME	20,000
ACCESS HOUSING OF ADAMS COUNTY	20,000
ACCURACY IN MEDIA INC	5,000
ACT ON DRUGS INC	50,000
ADAMS COUNTY EDUCATION CONSORTIUM	50,000
ADOPTION ALLIANCE	5,000
ADOPTION EXCHANGE	35,000
ALLIANCE FOR CHOICE IN EDUCATION	500,000
ALPHA USA	900,000
ALTERNATIVES PREGNANCY CENTER	10,000
ALZHEIMERS DISEASE AND RELATED DISORDERS ASSOCIATION	35,000
AMERICA SCORES	10,000
AMERICAN CONSERVATIVE UNION FOUNDATION	30,000
AMERICAN DIABETES ASSOCIATION	10,000
AMERICAN ENTERPRISE INSTITUTE	350,000
AMERICAN LUNG ASSOCIATION	8,000
AMERICAN MUSEUM OF WESTERN ART	17,435,000
AMERICAN RED CROSS	282,000
AMERICAN SPECTATOR FOUNDATION	15,000
AMERICANS FOR PROSPERITY FOUND	15,000
AMERICAS FUTURE FOUNDATION	15,000
AMYOTROPHIC LATERAL SCLEROSIS	40,000
ARAPAHOE HOUSE INC	30,000
ARRUPE JESUIT HIGH SCHOOL	50,000
ARTHRITIS FOUNDATION	10,000
ASSISTANCE LEAGUE OF DENVER THRIFT MART	5,000
ASSISTANT COACH INC	15,000
ASSOCIATION OF AMERICAN EDUCATION	50,000
AUGUSTANA ARTS INC	35,000
AURORA COMMUNITY CONNECTION FAMILY RESOURCE CENTER	10,000
AXL ACADEMY FOUNDATION	225,000
BABY BUDS	10,000
BEACH COURT ELEMENTARY	7,500
BESSIES HOPE	10,000
BETTY FORD CENTER AT EISENHOWER	50,000
BICYCLE COLORADO	50,000
BIG BROTHERS BIG SISTERS OF COLORADO	50,000
BIKE DENVER	15,000
BILL OF RIGHTS INSTITUTE	10,000
BONFILS BLOOD CENTER FOUNDATION	25,000
BOYS AND GIRLS CLUBS OF LARIMER	20,000
BOYS AND GIRLS CLUBS OF METRO DENVER	100,000
BRECKENRIDGE OUTDOOR EDUCATION	10,000
BRENT ELEY FOUNDATION	50,000
BYRNE URBAN SCHOLARS	25,000
CALIFORNIA COMMUNITY FOUNDATION	100,000
CAPITAL RESEARCH CENTER	15,000
CARE FOR LIFE INC	25,000
CARIN CLINIC	10,000
CARSON J SPENCER FOUNDATION INC	100,000
CASA OF ADAMS COUNTY INC	10,000
CASA OF JEFFERSON AND GILPIN COUNTIES	5,000
CATHOLIC CHARITIES AND COMMUNITIES	75,000

Organization Name	Grant Amount
CATO INSTITUTE	25,000
CENTER FOR EDUCATION REFORM	25,000
CENTER FOR NEUROLOGICAL DISEASES	200,000
CENTER FOR SECURITY POLICY INC	200,000
CENTER FOR UNION FACTS	200,000
CENTRAL CITY OPERA HOUSE ASSOCIATION	20,000
CEO FORUM INC	30,000
CHANDA PLAN FOUNDATION, THE	40,000
CHARTER FUND INC	500,000
CHERRY CREEK SCHOOLS FOUNDATION	10,000
CHEYENNE MOUNTAIN ZOOLOGICAL SOCIETY	250,000
CHILDREN OF PEACE INTERNATIONAL	10,000
CHILDRENS DIABETES FOUNDATION	20,000
CHILDRENS MUSEUM OF DENVER INC	20,000
CHILDRENS TREEHOUSE FOUNDATION	30,000
CHRIS KLUG FOUNDATION	6,000
CHRISTIAN P ANSCHUTZ FOUNDATION	340,000
CHRISTIAN UNION INC	25,000
CHURCH OF THE GOOD SHEPHERD	5,000
CHURCH OF THE HOLY GHOST	20,000
CHURCH WORLD SERVICE INC	10,000
CITY YEAR INC	125,000
CITYWILD	10,000
CLARE BOOTHE LUCE POLICY INSTITUTE	25,000
CLAREMONT INSTITUTE FOR THE STUDY OF STATESMANSHIP	50,000
COALITION FOR EFFECTIVE HEALTH	25,000
COLFAX COMMUNITY NETWORK	15,000
COLLEGE SUMMIT INC	40,000
COLORADO ACADEMY	30,000
COLORADO ASSOCIATION OF FUNDERS	5,000
COLORADO BALLET COMPANY	30,000
COLORADO BOYS RANCH FOUNDATION	20,000
COLORADO CHILDRENS CAMPAIGN INC	50,000
COLORADO CHRISTIAN UNIVERSITY	100,000
COLORADO COALITION FOR THE HOMELESS	50,000
COLORADO COUNCIL ON ECONOMIC EDUCATION	25,000
COLORADO CROSS DISABILITY COALITION	50,000
COLORADO DRUG ENDANGERED CHILDREN INC	20,000
COLORADO EMERGENCY PREPAREDNESS	100,000
COLORADO FARM TO TABLE INC	10,000
COLORADO HAITI PROJECT INC	50,000
COLORADO LEAGUE OF CHARTER SCHOOL	75,000
COLORADO METH PROJECT INC	150,000
COLORADO NEUROLOGICAL INSTITUTE	10,000
COLORADO NONPROFIT ASSOCIATION	5,000
COLORADO NONPROFIT DEVELOPMENT	150,000
COLORADO ORAL DEAF PRESCHOOL	20,000
COLORADO PREVENTION CENTER	20,000
COLORADO PUBLIC TELEVISION	5,000
COLORADO SEMINARY	100,000
COLORADO SPRINGS FINE ARTS CENTER	25,000
COLORADO SPRINGS TEEN COURT INSTITUTE	10,000
COLORADO STATE UNIVERSITY FOUNDATION	100,000
COLORADO SUCCEEDS	200,000
COLORADO TECHNOLOGY COMMUNITY	40,000
COLORADO UPLIFT	300,000
COLORADO VETERINARY MEDICAL FOUNDATION	25,000
COLORADO VOLUNTEERS IN JUVENILE & CRIMINAL JUSTICE	20,000
COLORADO YOUTH AT RISK	25,000
COLUMBUS FOUNDATION, THE	75,000
COMMON SENSE MEDIA	50,000
COMMUNITY FIRST FOUNDATION	5,000



Organization Name	Grant Amount
COMMUNITY FOUNDATION FOR THE NATIONAL CAPITAL REGION	75,000
CONCERTS FOR KIDS	50,000
CONSCIOUS ALLIANCE	30,000
COPING WELL	5,000
COVENANT HOUSE	20,000
CROWN POINTE ACADEMY	1,250
DAVIS PHINNEY FOUNDATION, THE	25,000
DEANE ELEMENTARY SCHOOL	6,250
DELORES PROJECT	25,000
DELTA GAMMA ANCHOR CENTER FOR BLIND CHILDREN	10,000
DENVER ACADEMY INC	30,000
DENVER ART MUSEUM	25,000
DENVER BOTANIC GARDEN INC	50,000
DENVER CASA	50,000
DENVER CENTER FOR THE PERFORMING ARTS	50,000
DENVER CHILDREN'S HOME FOUNDATION	30,000
DENVER DOMESTIC VIOLENCE TASK	5,000
DENVER DUMB FRIENDS LEAGUE, THE	10,000
DENVER FOUNDATION, THE	5,000
DENVER HEALTH AND HOSPITALS FOUNDATION	215,000
DENVER INNER CITY PARISH INC	50,000
DENVER JUNIOR GOLF DBA FIRST TEE OF DENVER	20,000
DENVER KIDS INC	82,500
DENVER MUSEUM OF NATURE AND SCIENCE	1,000,000
DENVER OPTIONS INC	150,000
DENVER POLICE ACTIVITIES LEAGUE	35,000
DENVER PUBLIC LIBRARY FRIENDS	10,000
DENVER PUBLIC SCHOOLS	625,000
DENVER PUBLIC SCHOOLS FOUNDATION	294,050
DENVER RESCUE MISSION	100,000
DENVER SCHOLARSHIP FOUNDATION	1,010,000
DENVER STREET SCHOOL, THE	30,000
DENVER URBAN GARDENS	20,000
DENVER URBAN MINISTRIES	20,000
DENVER ZOOLOGICAL FOUNDATION	1,000,000
DIOCESE OF COLORADO SPRINGS	50,000
DOMESTIC AND FOREIGN MISSIONARY	102,500
DOVE FOUNDATION, THE	5,000
ECHOES OF HOPE	30,000
EMILY GRIFFITH FOUNDATION INC	30,000
EMPLOYMENT POLICIES INSTITUTE	500,000
ESCUELA TLATELOLCO CENTRO DEES	10,000
EXCELSIOR YOUTH CENTERS INC	38,000
FAMILIES FIRST INC	25,000
FAMILY AND COMMUNITY EDUCATION	25,000
FAMILY RESEARCH COUNCIL	10,000
FAMILY STAR INC	60,000
FAMILY TIME TRAINING INC	10,000
FAMILY TREE INC	50,000
FEDERALIST SOCIETY FOR LAW AND PUBLIC POLICY STUDIES	25,000
FIGHT NIGHT FOUNDATION INC	10,000
FINANCIAL EDUCATION AND ECONOMIC TRANSFORMATION CENTER	10,000
FIRST DESCENTS	35,000
FIRST JUDICIAL DISTRICT BAR ASSOCIATION	5,000
FISHER DEBERRY FOUNDATION	10,000
FOCUS POINTS FAMILY RESOURCE CENTER	20,000
FOOD BANK OF THE ROCKIES	750,000
FOODWORKS	70,000
FOSTERING HOPE FOUNDATION	15,000
FOUNDATION FIGHTING BLINDNESS	12,500
FOUNDATION FOR A BETTER LIFE	3,334,556
FOUNDATION FOR TEACHING ECONOMICS	5,000

Organization Name	Grant Amount
FRANCISCAN FRIENDS OF THE POOR	25,000
FREEDOM SERVICE DOGS INC	50,000
FREEDOMWORKS FOUNDATION	10,000
FREMONT REGIONAL HOSPICE	5,000
FRIENDS FIRST INC	10,000
FRIENDS OF THE HAVEN	150,000
FRIENDS OF THE WEST CUSTER COUNTY LIBRARY	2,500
FUND FOR AMERICAN STUDIES, THE	10,000
GATHERING PLACE. A REFUGE FOR REBUILDING LIVES, THE	100,000
GIRLS INCORPORATED OF METRO DENVER	20,000
GIRLS ON THE RUN OF DENVER	1,000
GLOBAL DOWN SYNDROME FOUNDATION	25,000
GO FOR IT FOUNDATION	115,000
GOOD NEWS COMMUNICATION INC	35,000
GORE RANGE NATURAL SCIENCE SCHOOL	20,000
GRACE CHRISTIAN CHURCH INC	7,500
GRALAND COUNTRY DAY SCHOOL	10,000
REFUND	(414,319)
GREENHOUSE PARTNERS SCHOLARS	50,000
GREENWOOD ECE 8 SCHOOL	6,250
GROWING HOME INC	25,000
GUIDESTAR USA INC	1,000
GUIDING EYES FOR THE BLIND INC	5,000
HANDS OF THE CARPENTER	10,000
HARD AT WORK KIDS HAWKS	10,000
HEALTHCORPS INC	15,000
HERITAGE FOUNDATION, THE	125,000
HILL CAMPUS OF ARTS & SCIENCES	6,250
HILLSDALE COLLEGE	100,000
HIS LOVE FELLOWSHIP INC	10,000
HOLLYWOOD PRAYER NETWORK INC	15,000
HOME FRONT CARES INC, THE	75,000
HOPE HOMELESS OUTREACH PROVIDING ENCOURAGEMENT	10,000
HOPE HOUSE OF COLORADO	10,000
HORATIO ALGER ASSOCIATION OF DENVER	55,000
HOSPICE OF METRO DENVER	500,000
HUNGER FREE COLORADO	100,000
HUNT FAMILY FOUNDATION	100,000
I HAVE A DREAM FOUNDATION COLORADO	50,000
IN THE ARENA INC	30,000
INDEPENDENCE INSTITUTE	116,700
INDEPENDENT WOMENS FORUM	10,000
INSTITUTE FOR CHILDRENS MENTAL	15,000
INSTITUTE FOR HUMANE STUDIES	10,000
INTERNATIONAL HEARING DOG INC	10,000
INTERNATIONAL YACHT RESTORATION SCHOOL	5,000
INVEST IN KIDS	30,000
JEFFCO ACTION CENTER INC	50,000
JEWISH FAMILY SERVICE OF COLOR	150,000
JOHN LYNCH FOUNDATION INC, THE	15,000
JUDIS HOUSE	50,000
JUNIOR ACHIEVEMENT WORLDWIDE	100,000
JUVENILE LAW SOCIETY INC	10,000
KARIS COMMUNITY	75,000
KEMPE FOUNDATION FOR THE PREVENTION AND TREATMENT OF CHILD ABUSE, THE	50,000
KENT DENVER SCHOOL	50,000
KINGS IN THE COMMUNITY	12,000
KIPP SUNSHINE PEAK ACADEMY INC	50,000
LA RAZA SERVICES INC	10,000
LANDMARK LEGAL FOUNDATION	35,000
LATTER DAY SAINT CHARITIES	125,000
LAURENT CLERC EDUCATIONAL FUND	10,000

Organization Name	Grant Amount
LEADERSHIP INSTITUTE	10,000
LEADERSHIP NETWORK	920,000
LEADERSHIP PROGRAM OF THE ROCKIES	39,000
LEGAL AID FOUNDATION OF COLORADO	50,000
LIGHT FOR LIFE FOUNDATION INTERNATIONAL	25,000
LINCOLN INSTITUTE FOR RESEARCH	10,000
LITTLETON TOWN HALL ARTS CENTER	10,000
LIVEWELL COLORADO	60,000
LOST AND FOUND INC	50,000
LOVE HOPE STRENGTH INC	25,000
LOVE LIGHT AND MELODY	50,000
LUTHERAN FAMILY SERVICES OF COLORADO	135,000
MAKE A WISH FOUNDATION	20,000
MANHATTAN INSTITUTE FOR POLICY	75,000
MAPLETON EDUCATION FOUNDATION	5,000
MCMEEN ELEMENTRY	7,500
MEALS ON WHEELS OF BOULDER	10,000
MEDIA RESEARCH CENTER	15,000
MENTAL HEALTH AMERICA OF COLOR	100,000
REFUND MENTAL HEALTH AMERICA	(400,000)
MERCATUS CENTER INC	10,000
MERCY AND SHARING	120,000
MERCY HOUSING COLORADO	25,000
METROPOLITAN ASSOCIATION FOR RETARDED CITIZENS INC	60,000
MILE HIGH DOWN SYNDROME ASSOCIATION	20,000
MILE HIGH FRAMING & SERVICES INC	2,130
MILE HIGH FRAMING & SERVICES INC	650
MILE HIGH MINISTRIES	50,000
MILE HIGH SQUASH	10,000
MILE HIGH UNITED WAY INC	385,000
MILE HIGH YOUTH CORPS	20,000
MISSION AMERICA COALITION	30,000
MIZEL MUSEUM	100,000
MONARCHS CARE FOUNDATION	5,000
MONTVIEW BOULEVARD PRESBYTERIAN CHURCH	18,000
MONTVIEW ELEMENTARY	12,500
MORALITY IN MEDIA INC	5,000
MOUNTAIN AREA LAND TRUST	4,000
MOUNTAIN STATES LEGAL FOUNDATION	60,000
MUSEUM OF CONTEMPORARY ART DENVER	50,000
NATIONAL ASSOCIATION OF COUNSEL FOR CHILDREN	20,000
NATIONAL CHAMBER FOUNDATION	200,000
NATIONAL COALITION FOR THE PROTECTION OF CHILDREN	15,000
NATIONAL HEART ASSIST AND TRANSPLANT FUND	10,000
NATIONAL PARK FOUNDATION	50,000
NATIONAL RIGHT TO WORK LEGAL DEFENSE FOUNDATION	25,000
NATIONAL SPORTS CENTER FOR THE DISABLED	25,000
NAVIGATORS, THE	50,000
NET RESULTS JUNIOR TENNIS	10,000
NEW GENESIS INC	50,000
NEWFARMS	25,000
NORTH METRO CHILDRENS ADVOCACY	15,000
NORTHWEST COALITION FOR BETTER SCHOOLS	12,200
OPEN DOOR MINISTRIES	50,000
OPENWORLD LEARNING	20,000
OPERA COLORADO	16,600
OUTWARD BOUND	110,000
OVERSEAS COUNCIL FOR THEOLOGICAL EDUCATION	25,000
PACIFIC LEGAL FOUNDATION	25,000
PACIFIC RESEARCH INSTITUTE FOR PUBLIC POLICY	75,000
PARENTS CHALLENGE	10,000
PARENTS TELEVISION COUNCIL	60,000

Organization Name	Grant Amount
PARKER SENIOR CENTER INC	10,000
PHILANTHROPIC COLLABORATIVE FOUNDATION	7,500
PHILANTHROPY ROUNDTABLE	100,000
PHOENIX MULTISPORT INC	50,000
PIKES PEAK COMMUNITY ACTION AGENCY	5,000
PIKES PEAK COMMUNITY FOUNDATION	300,000
PIKES PEAK UNITED WAY	50,000
PLATTEFORUM	10,000
PLAYWORKS EDUCATION ENERGIZED	25,500
PRISON FELLOWSHIP MINISTRIES	100,000
PRODUCTION COMPANY INC, THE	5,000
PROFESSIONAL ASSOCIATION OF COLORADO	75,000
PROJECT 1 27	10,000
PROJECT ANGEL HEART	300,000
PROJECT PAVE INC	25,000
PROTESTANT EPISCOPAL CHURCH IN AMERICA	15,000
PROVIDENCE NETWORK	100,000
PUBLIC EDUCATION AND BUSINESS	10,000
PUEBLO COOPERATIVE CARE CENTER	35,000
QUALISTAR EARLY LEARNING	25,000
RACHELS CHALLENGE	25,000
RALSTON HOUSE	17,500
RANDOM ACTS OF KINDNESS FOUNDATION	363,265
REBUILDING TOGETHER METRO DENVER	10,000
RELIGIOUS ALLIANCE AGAINST PORNOGRAPHY INC	15,000
RESTORATION OUTREACH PROGRAMS	20,000
RICARDO FLORES MAGON ACADEMY	27,500
ROARING FORK CONSERVANCY	10,000
ROCKY MOUNTAIN BUTTERFLY CONSORTIUM	20,000
ROCKY MOUNTAIN CANCER CENTER FOUNDATION	20,000
ROCKY MOUNTAIN CHILDRENS CHOIR	10,000
ROCKY MOUNTAIN CHILDRENS LAW CENTER	5,000
ROCKY MOUNTAIN NATURE ASSOCIATION	25,000
ROCKY MOUNTAIN PBS	10,000
RONALD MCDONALD HOUSE CHARITIES	65,000
SACRED HEART HOUSE OF DENVER	20,000
SADDLE UPI FOUNDATION	10,000
SAFEHOUSE DENVER INC	50,000
SALVATION ARMY, THE	10,000
SAMARITANS PURSE	50,000
SANCTUARY FOR MILITARY FAMILIES	20,000
SAVE OUR YOUTH INC	15,000
SAVIO HOUSE	20,000
SEA ISLAND FOUNDATION INC	175,000
SECOND WIND FUND INC	20,000
SENSE OF SECURITY INC	10,000
SERRA INTERNATIONAL	5,000
SEWALL CHILD DEVELOPMENT CENTER	50,000
SMITHSONIAN INSTITUTION	25,000
SOS OUTREACH	30,000
SOUTHERN CHAFFEE COUNTY REGION	2,500
SOUTHERN COLORADO COMMUNITY FOUNDATION	100,000
SOUTHERN VIRGINIA UNIVERSITY	15,000
SPORTSWOMEN OF COLORADO INC	5,000
ST ELIZABETHS ELEMENTARY SCHOOL	100,000
STAND FOR CHILDREN LEADERSHIP	100,000
STAPLES CENTER FOUNDATION	55,000
STARLIGHT STARBRIGHT CHILDRENS FOUNDATION	75,000
STEIN ELEMENTARY SCHOOL	7,500
STEWART TITLE OF COLORADO	500,000
STUDENTNEWSDAILY COM	10,000
SUMMER SCHOLARS	20,000

Organization Name	Grant Amount
SUMMIT FOUNDATION	100,000
TAX FOUNDATION	12,000
TEACH FOR AMERICA INC	1,000,000
TELECOMMUNICATIONS HISTORY GROUP	25,000
TENEO INC	50,000
TENNYSON CENTER FOR CHILDREN	50,000
THE SALVATION ARMY TERRITORIAL HEADQUARTERS	50,000
THERE WITH CARE	10,000
THIRD WAY CENTER INC	50,000
TIM & LIBBY BROWN FOUNDATION	395,000
TOLLGATE ELEMENTARY	12,500
TRUST FOR A CHRISTIAN MINISTRY	10,000
UNITED SERVICE ORGANIZATIONS INC	750,000
UNITED STATES CONFERENCE OF CATHOLIC BISHOPS	62,000
UNITED STATES SPACE FOUNDATION	100,000
UNIVERSITY OF COLORADO FOUNDATION	411,284
UNIVERSITY OF COLORADO HOSPITAL	254,577
UNIVERSITY OF ILLINOIS FOUNDATION	10,000
UP WITH PEOPLE	20,000
UTAH FESTIVAL OPERA COMPANY	10,000
VAIL MOUNTAIN RESCUE GROUP	5,000
VAIL VALLEY FOUNDATION	40,000
VALLEY VIEW ELEMENTARY	6,250
VENTURE PREP	25,000
VH1 SAVE THE MUSIC FOUNDATION	15,000
WASHINGTON LEGAL FOUNDATION	50,000
WAY FM MEDIA GROUP INC	5,000
WEDGWOOD CIRCLE	25,000
WEST DENVER PREPARATORY CHARTER SCHOOL	262,500
WESTERN STOCK SHOW ASSOCIATION	2,500
WESTERN SUSTAINABILITY EXCHANGE	10,000
WESTMINSTER INSTITUTE, THE	45,000
WET MOUNTAIN VALLEY COMMUNITY	35,000
WHIZ KIDS TUTORING INC	20,000
WILDFLOWER WOMENS FOUNDATION INC	5,000
WILDLIFE EXPERIENCE INC	25,000
WINTER PARK SKI EDUCATIONAL FOUNDATION	5,000
WOMENS BEAN PROJECT	75,000
WORK OPTIONS FOR WOMEN	15,000
WORLD EVANGELICAL FELLOWSHIP	100,000
WORLD VISION INTERNATIONAL	50,000
WYOMING NATURAL RESOURCE FOUNDATION	2,500
YOUNG AMERICANS CENTER FOR FINANCIAL EDUCATION	50,000
YOUNG LIFE	300,000
YOUNG PHILANTHROPIST FOUNDATION	15,000
YOUTH WITH A VISION	25,000
YOUTHROOTS	10,000
ZAMBIAS SCHOLARSHIP FUND	5,000
ZION NATURAL HISTORY FOUNDATION	7,500
ZOCALO OUTREACH	15,000
TOTAL GRANTS PAID	<u>49,296,443</u>

**THE ANSCHUTZ FOUNDATION****74-2316617****Schedule of Grants Accrued****Grants Payable at 11/30/11:**

Charter School Growth Fund	2,000,000
Cheyenne Mountain Zoo	250,000
City Year	375,000
Colorado Emergency Prep Partnership	200,000
Colorado Springs (general placeholder)	50,000
Colorado State University	100,000
Colorado State University	70,000
Denver Active 20/30 Childrens Foundation	20,000
Denver Museum of Nature & Science	1,000,000
Denver Public Schools Foundation - FNE	1,500,000
Denver Zoological Foundation	1,000,000
Habitat for Humanity	170,000
Horatio Alger Association of Distinguished Americans	30,000
Horatio Alger Association of Distinguished Americans	90,000
Jewish Family Services	150,000
Junior Achievement	100,000
KidsTek	80,000
Los Angeles Galaxy Foundation	5,000
Mental Health Center of Denver	750,000
Mental Health Center of Denver	250,000
Museum of Contemporary Art Denver	50,000
Oklahoma City	250,000
Open World Learning (OWL)	40,000
The Partnership for Great Schools 2011	100,000
Qualistar Early learning	25,000
CU School of Ophthalmology (Lion's Eye Inst)	400,000
Samaritan House	10,000
Teach for America	2,000,000
University of Colorado Hospital Foundation - CEDAR	250,000
University of Colorado Foundation - PIPES	181,733
CU Center for Women's Health Research	450,000
West Denver Prep Charter School	500,000
<b>Total</b>	<b>\$12,446,733</b>

**Grants Accrued in Current Year:**

Grants Payable @ 11/30/11	\$12,446,733
Less: Grants Payable @ 11/30/10	\$ 5,675,000
	<u>\$6,771,733</u>

The Anschutz Foundation  
EIN: 74-2316617  
Tax Year Ended: 11/30/2011  
Amended Form 990 PF

Amended Explanation Statement:

The Anschutz Foundation's 990-PF for the tax year ended 11/30/2011 is being amended to correct net investment income that was incorrectly calculated and reported on the original return. The net investment income originally included subpart F income of \$29,136,843, pursuant to §951, IRC, from AF Cayman, a wholly owned Cayman Islands subsidiary of the Foundation. The subpart F income originally included gain of \$25,540,083 that was calculated as a distribution in excess of basis, pursuant to §731, relative to ownership of GSO Royal Financing Parent LLC, a partnership in which AF Cayman held a minority interest.

The basis in the partnership interest in GSO Royal Financing Parent LLC was originally based upon the partnership's K-1 capital account roll forward, which did not show the taxpayer as making any capital contributions. However, AF Cayman actually purchased its interest in GSO Royal Financing Parent LLC on May 30, 2008 for \$27,634,886 from an outside party (see Assignment Agreement attached). The purchase price created basis in the partnership, which had been inadvertently excluded from AF Cayman's original calculations of basis in the partnership. When the additional basis from the partnership interest purchased is added into AF Cayman's calculation of its tax basis capital in GSO Royal Financing Parent LLC, AF Cayman had sufficient tax basis capital to absorb distributions without creating gains pursuant to §731 (see attached Basis Schedule Reconciliation). As AF Cayman did have enough basis in the partnership to receive these distributions without creating gain, the subpart F income reported by AF Cayman to the Foundation pursuant to §951, IRC was overstated by \$25,540,083. We are filing an amended return to correct this calculation.

The number reported on Page 1 Part I Line 4 Column B has changed from \$53,643,293 to \$28,103,210, due to an adjustment on Form 5471 Schedule H Line 2h, this number is used in the calculation and adjusts Schedule H Lines 3, 5a and 5c, as well as Schedule I Lines 1 and 6, and Schedule J Lines 2a, 3 and 4, resulting in a difference of (\$25,540,083). This adjustment decreases Page I Part I Column B Lines 12 and 27b by the same amount. The corrected number on Line 27b is then multiplied by 1% and reported on Page 3 Part V Line 6 resulting in a change of (\$255,401). This adjustment also decreases Page 3 Part V Line 7, Page 4 Part VI Lines 1, 3 and 5, Page 8 Part XI Lines 2a, 2c, Part XII line 5, and Page 9 Line 6f by the same amount. Page 8 Part XI Lines 3, 5, 7, Part XII Line 6, and Page 9 Part XIII line 1, are in turn increased by this \$255,401.

We are requesting a refund for the amount listed on Page 4 Part VI Line 11 of \$255,401. This amount takes into consideration the amount previously refunded and originally credited to estimated tax liability for the 11/31/2012 tax year.

ASSIGNMENT AGREEMENT

ASSIGNMENT AGREEMENT, dated as of May 30, 2008 (this "Agreement") between GSO Origination Funding Partners LP (the "Assignor") and AF Cayman (the "Assignee").

WHEREAS, the Assignor owns a limited liability company interest (the "Interest") in GSO Royal Financing Parent LLC, a limited liability company organized under the laws of Delaware (the "Company"), by virtue of a Limited Liability Company Agreement dated as of April 15, 2008 (as amended from time to time, the "LLC Agreement").

WHEREAS, the Assignor wishes to assign, transfer and set forth over to the Assignee a portion of its Interests representing 3.51% of the total interests in the Company as of the date hereof (the "Transferred Interest"), and

WHEREAS, the Assignee is willing to accept such assignment

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. The Assignee hereby delivers to Assignor and Assignor hereby accepts from Assignee, \$27,634,886 representing full payment for the Transferred Interest and Assignor, as beneficial owner of the Transferred Interest, hereby conveys, grants, transfers and assigns to the Assignee, effective as of the date hereof, the Transferred Interest and all rights and obligations accruing to the Assignor by virtue of owning the Interest.

2. The Assignor hereby represents and warrants to the Assignee and to the Company that the Assignor owns the Transferred Interest being assigned hereby free and clear of all liens, claims and encumbrances, except any which may exist pursuant to the LLC Agreement



3. Each of the Assignor and the Assignee does hereby agree to indemnify and hold harmless the Company, the managers of the Company and each member, employee or agent thereof (collectively, the "Indemnified Persons") for any and all liability, loss, cost or expense, and claims therefore, including, without limitation, reasonable counsel fees, which the Indemnified Persons may suffer or incur as a result of or in any way arising out of or relating to any matters in connection with this Agreement including, without limitation, any claim of any creditor or other claimant of the Assignor or otherwise.

4. In addition, each of the Assignor and the Assignee does hereby release and forever discharge the Indemnified Persons from any and all claims, debts, liabilities, demands, obligations, costs, expenses, actions and causes of action, of every nature, character and description, known or unknown which each of the Assignor and the Assignee owns and holds, or has at any time heretofore owned or held, or may at any time own or hold, by reason of any matter, cause or thing whatsoever occurred, done, omitted or suffered to be done with respect to, or arising out of, this Agreement.

5. This Agreement shall be governed by and subject to all of the terms and conditions of the LLC Agreement and all amendments adopted subsequent thereto, and the Assignee hereby agrees to be bound by all of the provisions of the LLC Agreement and all such amendments thereto.

7. This Agreement may be signed in one or more counterparts, each of which shall be deemed an original, but all of which when taken together shall be deemed to be one and the same instrument.

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GSO ORIGATION FUNDING  
PARTNERS LP

By Gsg Capital Partners LP

By \_\_\_\_\_

Name George Fan

Title Chief Legal Officer

ASSIGNEE:

AT CAYMAN

By LaVoy Robison

Name LaVoy Robison

Title: Director

CONSENTED TO:

MANAGERS

GSO ROYAL FINANCING PARENT LLC

By Matt Quigley

Name: Matt Quigley

Title Manager

By George Fan

Name George Fan

Title Manager

# AF Cayman's Tax Basis in GSO

## As Amended

Fiscal Year	2008	2009	2010	2011
Beginning Basis	0	29,818,144	30,634,998	2,094,803
Capital Contributed	27,634,886	-	-	-
Taxable Income	2,183,258	816,854	3,101,845	300
Distributions	-	-	(31,642,040)	-1932634
731 Gain	-	-	-	-
Nondeductible Expenses	-	-	-	-
Total for Year	29,818,144	816,854	(28,540,195)	(1,932,334)
EOY TAX BASIS	29,818,144	30,634,998	2,094,803	162,469

## As Originally Reported

Fiscal Year	2008	2009	2010	2011
Beginning Basis	0	2,183,258	3,000,112	-
Capital Contributed	-	-	-	-
Taxable Income	2,183,258	816,854	3,101,845	300
Distributions	-	-	(31,642,040)	-1932634
731 Gain	-	-	25,540,083	1,932,334
Nondeductible Expenses	-	-	-	-
Total for Year	2,183,258	816,854	(3,000,112)	-
EOY TAX BASIS	2,183,258	3,000,112	-	-

Note that the basis schedule shown above, as originally filed, incorrectly did not pick up the original 2009 investment of \$27,634,886. Gain in excess of basis should not have been included in income.